

IN RE: (Name of Debtor - If individual, enter Last, First, Middle)	NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle)		
RIVERWEST DEVELOPMENT GROUP, INC.		-	
ALL OTHER NAMES used by the debtor in the last 6 years	ALL OTHER NAMES used by the co-debtor in the last 6 years		
NONE			
LAST 4 DIGITS OF SOCIAL SECURITY / TAX I.D. NUMBER	LAST 4 DIGITS OF SOCIAL SECURITY / TAX I.D. NUMBER		
7447	-		
STREET ADDRESS OF DEBTOR	STREET ADDRESS OF JOINT DEBTOR		
725 EDWARD STREET SYCAMORE, IL 60178-2010	725 EDWARD STREET SYCAMORE, IL 60178-2010		
County of Residence, etc.	DEKALB	County of Residence, etc	DEKALB
MAILING ADDRESS OF DEBTOR	MAILING ADDRESS OF JOINT DEBTOR		
725 EDWARD STREET SYCAMORE, IL 60178-2010	-		
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR			
171, 173, 213 PARKVIEW DRIVE, OREGON, IL 61061; LOTS 13 & 16, CENTURY HILLS, OREGON, IL; 224 LILAC STREET, ELBURN, IL			
INFORMATION REGARDING DEBTOR (Check applicable boxes)			
VENUE	<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition, or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a Bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District		
TYPE OF DEBTOR	<input type="checkbox"/> INDIVIDUAL(S) <input checked="" type="checkbox"/> CORPORATION <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER _____		
	<input type="checkbox"/> STOCKBROKER <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CLEARING BANK		
CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> § 304-Case Ancillary to Foreign proceeding		
NATURE OF DEBTS	<input type="checkbox"/> CONSUMER / NON BUSINESS <input checked="" type="checkbox"/> BUSINESS		
CHAPTER 11 SMALL BUSINESS	<input type="checkbox"/> Debtor is a small business as defined in 11 USC § 101 <input checked="" type="checkbox"/> Debtor is and elects to be considered a small business under 11 USC §		
STATISTICAL / ADMINISTRATIVE INFORMATION (Estimates only)		THIS SPACE FOR COURT USE ONLY	
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
ESTIMATED NUMBER OF CREDITORS		1-15 <input type="checkbox"/> 16-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-over <input type="checkbox"/>	
ESTIMATED ASSETS (in thousands of dollars)		Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input checked="" type="checkbox"/> 1,000-99,000 <input type="checkbox"/> 100,000-over <input type="checkbox"/>	
ESTIMATED DEBTS (in thousands of dollars)		Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input checked="" type="checkbox"/> 1,000-99,000 <input type="checkbox"/> 100,000-over <input type="checkbox"/>	

Voluntary Petition

(This page must be completed and filed in every case.)

PRIOR BANKRUPTCY CASE FILED WITHIN THE LAST 6 YEARS (If more than one attach additional sheet.)

Location where filed:	Case Number:	Date Filed:
N/A	N/A	N/A

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR

Name of Debtor:	Case Number:	Date Filed:
N/A	N/A	N/A
District:	Relationship:	Judge:
N/A	N/A	N/A

SIGNATURES

Signature(s) of Debtor(s) Individual /Joint

I declare under penalty of perjury that the information provided in this petition is true and correct.

(If Petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11 or 12 or 13 of Title 11, United States Code, understand the relief available under such chapter, and chose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code specified in this petition.

/s/ _____

Signature of Debtor

/s/ _____

Signature of Joint Debtor

Telephone number (If not represented by attorney)

Signature of Attorney

/s/ John S. Biallas

Signature of Attorney for Debtors

John S. Biallas

Printed Name of Attorney for Debtors

Firm Name

3N918 Sunrise Lane

Address

Saint Charles, Illinois 60174

(630) 513-7878

Telephone Number

4/14/05

Date

Exhibit A

(To be completed if Debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made part of this petition.

Exhibit B

I, the Attorney for the Debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he,she or they) may proceed under Chapter 7, 11, 12 or 13 of Title 11, United States Code, and have explained the relief available under such chapter.

/s/ John S. Biallas

4/14/05

Signature of Attorney for Debtors

Date

Exhibit C

Does the Debtor own or have possession of any property that posesa thrat of imminent and identifiable harm to public health or safety?

Yes and Exhibit C is attached and made a part of this petition.

No

**Signature of Debtor
(Corporation/ Partnership)**

/s/

Larry Thomas

Signature of Authorized Individual

Larry Thomas

Printed Name of Authorized Individual

President & Sole Shareholder

Title of Authorized Individual

4/14/05

Date

NORTHERN DISTRICT OF ILLINOIS, WESTERN DIVISION

SUMMARY OF SCHEDULES					
NAME OF SCHEDULE	ATTACHED YES/NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A-Real property	YES	2	\$1,044,529.00		
B-Personal Property	YES	3	\$50.00		
C-Property Claimed as Exempt	YES	1			
D-Creditor Holding Secured Claims & E-Creditors Holding Unsecured Priority Claims	YES	2		\$1,133,506.00	
				\$0.00	
F-Creditors Holding Unsecured Nonpriority claims	YES	1		\$393,323.01	
G-Executory Contracts and Unexpired Leases & H-Codebtors	YES	2			
I-Current Income of Individual Debtor(s) & J-Current Expenditure of Individual Debtor(s)	YES	1			\$0.00
					\$0.00
	Total number of sheets in all Schedules	12			
	Total Assets	\$1,044,579.00			
	Total Liabilities		\$1,526,829.01		

THE DEBTOR HAS NO REAL PROPERTY TO REPORT ON SCHEDULE A

SCHEDULE A - REAL PROPERTY				
DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	DEBTOR or SPOUSE or JOINT	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
COMPLETED AND VACANT TOWNHOME 173 PARKVIEW DRIVE OREGON, IL 61061	FEE SIMPLE	D	\$169,029.33	\$152,674.90
RESIDENCE AND 3.5 ACRES AT 224 LILAC STREET ELBURN, IL	FEE SIMPLE	D	\$600,000.00	\$548,260.21
213 PARKVIEW DRIVE (COMPLETED TOWNHOME) 171 PARKVIEW DRIVE (60% COMPLETED) OREGON, IL	FEE SIMPLE	D	\$275,000.00	\$185,517.21
LOTS 13 & 16, CENTURY HILLS OREGON, IL	FEE SIMPLE	D	\$500.00	\$185,517.21
TOTAL MARKET VALUE OF DEBTOR'S REALTY				\$1,044,529.33

SCHEDULE B - PERSONAL PROPERTY (PAGE 1)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
			W	
1. Cash on hand.	X		-	\$0.00
2. Checking, savings or other financial accounts, or other deposits.		CHECKING ACCOUNT CASTLE BANK #80502784	-	\$50.00
3. Security deposits with public utilities, landlords and others.	X		-	\$0.00
4. Household goods and furnishings, including audio, video and computer equipment.	X		-	\$0.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectables	X		-	\$0.00
6. Wearing apparel.	X		-	\$0.00
7. Furs and jewelry	X		-	\$0.00
8. Firearms and sports, photographic, and other hobby equipment.	X		-	\$0.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		-	\$0.00
10. Annuities. Itemize and and name each issuer	X		-	\$0.00
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize	X		-	\$0.00
SUBTOTAL OF MARKET VALUES SCHEDULE B PAGE 1				\$50.00

SCHEDULE B - PERSONAL PROPERTY (PAGE 2)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
			W	
12. Stock, and interests in incorporated and unincorporated businesses. Itemize	X		-	\$0.00
13. Interests in partnerships or joint ventures. Itemize.	X		-	\$0.00
14. Government and corporate bonds	X		-	\$0.00
15. Accounts Receivable	X		-	\$0.00
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		-	\$0.00
17. Other liquidated debts owing debtor. Include Tax refunds. Give particulars.	X		-	\$0.00
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A.	X		-	\$0.00
19. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		-	\$0.00
20. Other contingent and unliquidated claims of every nature, including tax refunds, counter-claims of the debtor, and rights to setoff claims.	X		-	\$0.00
21. Patents, copyrights and other intellectual property. Give particulars	X		-	\$0.00
22. Licenses, franchises, and other general intangibles. Give particulars	X		-	\$0.00
SUBTOTAL OF MARKET VALUES SCHEDULE B PAGE 2				\$0.00

SCHEDULE B - PERSONAL PROPERTY (PAGE 3)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
			W	
23. Automobile, trucks, trailers, and other vehicles	X		-	\$0.00
24. Boats, motors, and accessories.	X		-	\$0.00
25. Aircraft and accessories	X		-	\$0.00
26. Office equipment, furnishings, and supplies	X		-	\$0.00
27. Machinery, fixtures, equipment, and supplies used in business.	X		-	\$0.00
28. Inventory.	X		-	\$0.00
29. Animals.	X		-	\$0.00
30. Crops - growing or harvested give particulars.	X		-	\$0.00
31. Farming equipment and implements.	X		-	\$0.00
32. Farm supplies, chemicals, and feed.	X		-	\$0.00
33. Other personal Property of any kind not already listed. Itemize.	X		-	\$0.00
			SUBTOTAL OF MARKET VALUES SCHEDULE B PAGE 3	\$0.00
			TOTAL MARKET VALUE OF DEBTOR'S PERSONAL PROPERTY	\$50.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S ACCT. #, NAME AND MAILING ADDRESS	CODEBTOR; DATE CLAIM INCURRED; DESCRIPTION: NATURE OF LIEN & OTHER DATA				AMOUNT OF CLAIM UNSECURED PORTION
	Codebtor ?	NO	Date claim Incurred	7/10/2000	
Castle Bank, NA 141 W. Lincoln Highway DeKalb, IL 60115	Husband,Wife,Joint or Community ?		Description of Property	COMPLETED 1440 S.F TOWNHOME 213 PARKVIEW DRIVE OREGON, IL	\$152,675
	Contingent, Disputed or Unliquidated ?		Mkt. Value	\$176,600	
Castle Bank, NA 141 W. Lincoln Highway DeKalb, IL 60115	Codebtor ?	NO	Date claim Incurred	3/16/04	\$243,615
	Husband,Wife,Joint or Community ?		Description of Property	COMPLETED 1440 S.F. TH 173 PARKVIEW DRIVE & 60% COMPLETE TH, 171 PARKVIEW DRIVE OREGON, IL	
	Contingent, Disputed or Unliquidated ?		Mkt. Value	\$276,000	
Castle Bank, NA 141 W. Lincoln Highway DeKalb, IL 60115	Codebtor ?	NO	Date claim Incurred	1/23/01	\$188,956
	Husband,Wife,Joint or Community ?		Description of Property	LOTS 13 7 16 CENTURY HILLS OREGON, IL	
	Contingent, Disputed or Unliquidated ?		Mkt. Value	\$50,000	
First National Bank of Brookfield 9136 Washington Ave. Brookfield, IL 60513	Codebtor ?	NO	Date claim Incurred		\$548,260
	Husband,Wife,Joint or Community ?		Description of Property	RESIDENCE & 3.5 ACRES ELBURN, IL	
	Contingent, Disputed or Unliquidated ?		Mkt. Value	\$750,000	
	Codebtor ?	No	Date claim Incurred		
	Husband,Wife,Joint or Community ?		Description of Property		
	Contingent, Disputed or Unliquidated ?		Mkt. Value		
	Codebtor ?	No	Date claim Incurred		
	Husband,Wife,Joint or Community ?		Description of Property		
	Contingent, Disputed or Unliquidated ?		Mkt. Value		
	Codebtor ?	No	Date claim Incurred		
	Husband,Wife,Joint or Community ?		Description of Property		
	Contingent, Disputed or Unliquidated ?		Mkt. Value		
	Codebtor ?	No	Date claim Incurred		
	Husband,Wife,Joint or Community ?		Description of Property		
	Contingent, Disputed or Unliquidated ?		Mkt. Value		

THE DEBTOR HAS NO CREDITORS HOLDING SECURED CLAIMS TO REPORT ON SCHEDULE D

Total D >

\$1,133,506.00



THE DEBTOR HAS NO CREDITORS HOLDING UNSECURED PRIORITY CLAIMS TO REPORT ON SCHEDULE E

TYPES OF PRIORITY CLAIMS LISTED BELOW, IF ANY

EXTENSIONS OF CREDIT IN AN INVOLUNTARY CASE.

WAGES, SALARIES AND COMMISSIONS

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

CERTAIN FARMERS AND FISHERMEN

DEPOSITS BY INDIVIDUALS

ALIMONY, MAINTENANCE OR SUPPORT

TAXES AND CERTAIN OTHER DEBTS OWED TO GOVERNMENTAL UNITS

COMMITMENTS TO MAINTAIN THE CAPITAL OF AN INSURED DEPOSITORY INSTITUTION

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM INCURRED & CONSIDERATION				TYPE OF PRIORITY		TOTAL AMOUNT OF CLAIM	
	CODEBTOR ? AND OTHER DATA				AMOUNT ENTITLED TO PRIORITY			
	Date Incurred and Consideration					Type of Priority		
	Codebtor ?	NO	Contingent, Disputed or Unliquidated ?					
	Husband,Wife,Joint or Community ?							
	Date Incurred and Consideration					Type of Priority		
	Codebtor ?	NO	Contingent, Disputed or Unliquidated ?					
	Husband,Wife,Joint or Community ?							
	Date Incurred and Consideration					Type of Priority		
	Codebtor ?	NO	Contingent, Disputed or Unliquidated ?					
	Husband,Wife,Joint or Community ?							
	Date Incurred and Consideration					Type of Priority		
	Codebtor ?	NO	Contingent, Disputed or Unliquidated ?					
	Husband,Wife,Joint or Community ?							
	Date Incurred and Consideration					Type of Priority		
	Codebtor ?	NO	Contingent, Disputed or Unliquidated ?					
	Husband,Wife,Joint or Community ?							
						Total E >	\$0.00	

SCHEDULE F - CREDITORS WITH UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS AND ACCOUNT #	DATE OF CLAIM, CONSIDERATION AND OTHER DATA			TOTAL AMOUNT OF CLAIM
Kessen Excavating, Inc. 8th Avenue & 20th Street Rochelle, Illinois 61068	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$1,883.00
		BUSINESS DEBT		
Henson Electric, Inc. 4071 Potter Lane Mt. Morris, Illinois 61054	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$7,843.00
		BUSINESS DEBT		
Lowe Heating & Air Conditioning Main Street Sycamore, Illinois 61078	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$750.00
		BUSINESS DEBT		
Thomas Plumbing & Heating S 2973 Rocky Hollow Road Chana, Illinois 61015	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$11,750.00
		BUSINESS DEBT		
Richardson Electric P.O. Box 45 Genoa, Illinois 60135	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$1,376.00
		BUSINESS DEBT		
Pella Products, Inc. 4301 11th Street Rockford, Illinois 61109	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$1,281.00
		BUSINESS DEBT		
Blackhawk Lumber, Inc. 800 East Washington Street Oregon, Illinois 61061	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$33,480.00
		BUSINESS DEBT		
Brothers Flooring c/o ATTY. William R. Shirk 301 East Main Street Morrison, Illinois 61270	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$6,982.00
		BUSINESS DEBT		
Hardwood Floors & More 711 North Brinton Avenue Dixon, Illinois 61021	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$3,590.00
		BUSINESS DEBT		
Travis Landscaping 513 South Daysville Road Oregon, Illinois 61061	DATE ?	2004	OTHER DATA	
		CONSIDERATION		\$832.00
		BUSINESS DEBT		
	Subtotal Sch. F Page 1			\$69,767.00

SCHEDULE F - CREDITORS WITH UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS AND ACCOUNT #	DATE OF CLAIM, CONSIDERATION AND OTHER DATA			TOTAL AMOUNT OF CLAIM
Anderson Plumbing & Heating c/o Atty. Dennis R. Hewitt 1124 Lincoln Highway Rochelle, Illinois 61068	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$5,145.00
	BUSINESS DEBT			
Tucker Painting P.O. Box 22 Dixon, Illinois 61021	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$340.00
	BUSINESS DEBT			
NiCor Gas P.O. Box 200 Aurora, Illinois 60507-2020	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$2,210.00
	BUSINESS DEBT			
ComEd Bill Payment Center Chicago, Illinois 60668-0001	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$700.00
	BUSINESS DEBT			
K & V Hardwood Moulding 1304 - 13th Street Rockford, Illinois 61104	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$480.00
	BUSINESS DEBT			
Wheaton Associates PO box 884 Wheaton, IL 60189	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$4,750.00
	BUSINESS DEBT			
Bocker Door 2920 Honeycreek Road Chana, Illinois 61015	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$948.00
	BUSINESS DEBT			
Ehmer Industries, Inc. 704 East Washington Street Oregon, Illinois 61061	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$5,990.00
	BUSINESS DEBT			
Stockbridge Architects, P.C. 295 South Main Street Burlington, Illinois 60109	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$1,835.00
	BUSINESS DEBT			
ServiceMaster Disaster Services 25 West North Avenue Villa Park, Illinois 60181	<i>DATE ?</i>	2004	<i>OTHER DATA</i>	
	<i>CONSIDERATION</i>			\$1,324.00
	BUSINESS DEBT			
	Subtotal Sch. F Page 2			\$23,722.00

ADDITIONAL SCHEDULE F - CREDITORS WITH UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS AND ACCOUNT #	DATE OF CLAIM, CONSIDERATION AND OTHER DATA			TOTAL AMOUNT OF CLAIM
Big John Portable Toilet Rentals 2508 North Maryland Road Polo, Illinois 61064	DATE ?	2004	OTHER DATA	\$225.00
	CONSIDERATION			
	BUSINESS DEBT			
Farley's Appliance 1245 North Galena Avenue Dixon, Illinois 61021	DATE ?	2004	OTHER DATA	\$850.00
	CONSIDERATION			
	BUSINESS DEBT			
Dixon Glass Company 414 West 1st Street Dixon, Illinois 61021	DATE ?	2004	OTHER DATA	\$300.00
	CONSIDERATION			
	BUSINESS DEBT			
Lois Bishop 705 Adams Street Oregon, Illinois 61061	DATE ?	2004	OTHER DATA	\$406.00
	CONSIDERATION			
	BUSINESS DEBT			
Herbig Blacktop P.O. Box 934 Byron, Illinois 61010	DATE ?	2004	OTHER DATA	\$650.00
	CONSIDERATION			
	BUSINESS DEBT			
American Flooring, Inc. 216 West State Street Sycamore, Illinois 60178	DATE ?	2004	OTHER DATA	\$5,470.00
	CONSIDERATION			
	BUSINESS DEBT			
Rockford Insulation 6850 North Alpine Road Loves Park, Illinois 61111	DATE ?	2004	OTHER DATA	\$19.49
	CONSIDERATION			
	BUSINESS DEBT			
Land Vision, Inc. 116 West Main Street, #208 St. Charles, Illinois 60174	DATE ?	2004	OTHER DATA	\$100.52
	CONSIDERATION			
	BUSINESS DEBT			
McCanse Builders, Inc. 105 South Daysville Road Oregon, Illinois 61061	DATE ?	2004	OTHER DATA	\$81,234.00
	CONSIDERATION			
	BUSINESS DEBT			
Larry C. Thomas 725 Edward Street Sycamore, Illinois 60178	DATE ?	2001-2004	OTHER DATA	\$184,057.00
	CONSIDERATION			
	INSIDER LOAN TO CORPORATION			
	Subtotal Sch. F Page 3			\$273,312.01

ADDITIONAL SCHEDULE F - CREDITORS WITH UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS AND ACCOUNT #	DATE OF CLAIM, CONSIDERATION AND OTHER DATA			TOTAL AMOUNT OF CLAIM
Attorney Richard M. Kates 155 N.Michigan Ave. ste 700 chicago, IL 60601-1511	DATE ?	2004	OTHER DATA	
	CONSIDERATION			\$1,522.00
	LEGAL SERVICE BILL			
German American State Bank 100 Church Street German Valley, Illinois 61039 ATTN: James Schneiderman , President	DATE ?	2003	OTHER DATA	
	CONSIDERATION			\$25,000.00
	OPERATING LOAN			
	DATE ?		OTHER DATA	
	CONSIDERATION			
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ADDITIONAL SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME & ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE & THE NATURE OF DEBTOR'S INTEREST	RESIDENTIAL REAL PROPERTY ?
MR. & MRS. KEVIN O'BRIEN 213 PARKVIEW DRIVE OREGON, IL 61061	CONTRACT FOR THE SALE OF 173 PARKVIEW DRIVE OREGON, ILLINOIS 61061 FOR \$169,029.33	YES
MR. & MRS. KEVIN O'BRIEN 213 PARKVIEW DRIVE OREGON, IL 61061	MONTH TO MONTH LEASE ON 213 PARKVIEW DRIVE, OREGON, IL.	YES



THE DEBTOR HAS NO EXECUTORY CONTRACTS OR UNEXPIRED LEASES TO REPORT ON SCHEDULE G

ADDITIONAL SCHEDULE H - CODEBTORS

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
LARRY THOMAS 745 EDWARD STREET SYCAMORE, IL 60178	CASTLE BANK 141 W. LINCOLN HIGHWAY DEKANLB, IL 60115
LARRY THOMAS 745 EDWARD STREET SYCAMORE, IL 60178	FIRST NATIONAL BANK OF BROOKFIELD 9136 WASHIINGTON AVE. BROOKFIELD, IL 50513



THE DEBTOR HAS NO CODEBTORS TO REPORT ON SCHEDULE H

United States Bankruptcy Court

Form 7. STATEMENT OF FINANCIAL AFFAIRS

NONE

1. INCOME FROM EMPLOYMENT OR OPERATION OF A BUSINESS.

STATE THE GROSS AMOUNT OF INCOME THE DEBTOR HAS RECEIVED FROM EMPLOYMENT, TRADE, OR PROFESSION, OR FROM OPERATION OF THE DEBTOR'S BUSINESS FROM THE BEGINNING OF THIS CALENDAR YEAR TO THE DATE THIS CASE WAS COMMENCED. STATE ALSO THE GROSS AMOUNTS RECEIVED DURING THE TWO YEARS IMMEDIATELY PRECEDING THIS CALENDAR YEAR. IF A JOINT PETITION IS FILED STATE THE INCOME FOR EACH SPOUSE SEPARATELY.

**DEBTOR GROSS EARNED INCOME
THIS CALENDAR YEAR**

\$0

LAST YEAR

\$355590

YEAR BEFORE LAST

\$672468

**SPOUSE GROSS EARNED INCOME
THIS CALENDAR YEAR**

SPOUSE LAST YEAR

SPOUSE YEAR BEFORE LAST

NONE

2. INCOME OTHER THAN FROM EMPLOYMENT OR OPERATION OF BUSINESS

STATE THE AMOUNT OF INCOME RECEIVED BY THE DEBTOR OTHER THAN FROM EMPLOYMENT, TRADE, PROFESSION, OR OPERATION OF THE DEBTOR'S BUSINESS DURING THE TWO YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE. GIVE PARTICULARS. IF A JOINT PETITION IS FILED, STATE INCOME FOR EACH SPOUSE SEPARATELY.

**DEBTOR OTHER INCOME
THIS CALENDAR YEAR**

**SPOUSE OTHER INCOME
THIS CALENDAR YEAR**

LAST YEAR

SPOUSE LAST YEAR

YEAR BEFORE LAST

SPOUSE YEAR BEFORE LAST

NONE

3. PAYMENTS TO CREDITORS.

A. LIST ALL PAYMENTS ON LOANS, INSTALLMENT PURCHASES OF GOODS AND SERVICES, AND OTHER DEBTORS, AGGREGATING MORE THAN \$600 TO ANY CREDITOR, MADE WITHIN 90 DAYS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF CREDITOR PAID

DATE

PAYMENT

\$ OWED

NONE

B. LIST ALL PAYMENTS MADE WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE TO OR FOR THE BENEFIT OF CREDITORS WHO ARE OR WERE INSIDERS.

NAME AND ADDRESS OF CREDITOR

RELATION

DATE

PAYMENT

\$ OWED

NONE

4. SUITS, EXECUTIONS, GARNISHMENTS AND ATTACHMENTS.

A. LIST ALL SUITS TO WHICH THE DEBTOR IS OR WAS A PARTY WITHIN ONE YEAR IMMEDIATELY PRECEDING THE FILING OF THIS BANKRUPTCY CASE

CAPTION OF SUIT AND CASE #

NATURE

COURT

STATUS

CASTLE BANK V. RIVERWEST 04CH145

FORCLOSURE

ILLINOIS CIR. CT.

SALE

CASTLE BANK V. RIVERWEST 04CH146

FORCLOSURE

ILLINOIS CIR. CT.

SALE

1ST NAT'L BANK OF BROOKFIELD V. RIVERWEST 04CHK1291

FORCLOSURE

ILLINOIS CIR. CT.

SALE

NONE

B. DESCRIBE ALL PROPERTY THAT HAS BEEN ATTACHED, GARNISHED OR SEIZED UNDER ANY LEGAL OR EQUITABLE PROCESS WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF SEIZING PERSON

DATE

DESCRIPTION & VALUE

NONE

5. REPOSESSIONS, FORECLOSURES AND RETURNS.

LIST ALL PROPERTY THAT HAS BEEN REPOSESSIONSED BY A CREDITOR, SOLD AT A FORECLOSURE SALE, TRANSFERRED THROUGH A DEED IN LIEU OF FORECLOSURE OR RETURNED TO THE SELLER WITHIN ONE YEAR IMMEDIATELY PRECEEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF CREDITOR OR SELLER

DATE

DESCRIPTION / VALUE

NONE

6. ASSIGNMENTS AND RECEIVERSHIPS

A. DESCRIBE ANY ASSIGNMENT OF PROPERTY FOR THE BENEFIT OF CREDITORS MADE WITHIN 120 DAYS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF ASSIGNEE

DATE

TERMS OF ASSIGNMENT ETC.



B. LIST ALL PROPERTY WHICH HAS BEEN IN THE HANDS OF A CUSTODIAN, RECEIVER OR COURT APPOINTED OFFICIAL WITHIN 1 YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF CUSTODIAN

COURT & CASE #

DATE

DESCRIPTION / VALUE



7. GIFTS

LIST ALL THE GIFTS OR CHARITABLE CONTRIBUTIONS MADE WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE EXCEPT ORDINARY AND USUAL GIFTS TO FAMILY MEMBERS AGGRGATING LESS THAN \$200 IN VALUE PER INDIVIDUAL FAMILY MEMBER AND CHARITABLE CONTRIBUTIONS AGGRGATING LESS THAN \$100 PER RECIPIENT.

NAME AND ADDRESS OF PERSON OR ORGANIZATION

RELATION TO DEBTOR

DATE

DESCRIPTION / VALUE



8. LOSSES

LIST ALL LOSSES FROM FIRE, THEFT, OTHER CASUALTY OR GAMBLING WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

DESCRIPTION / VALUE

DESCRIPTION OF CIRCUMSTANCES

DATE

INSURED?



9. PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY.

LIST ALL PAYMENTS MADE OR PROPERTY TRANSFERRED BY OR ON BEHALF OF THE DEBTOR TO ANY PERSONS, INCLUDING ATTORNEYS, FOR CONSULTATION CONCERNING DEBT CONSOLIDATION, RELIEF UNDER THE BANKRUPTCY LAW OR PREPARATION OF A PETITION IN BANKRUPTCY WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF PAYEE

PAYOR

DATE

CONSIDERATION

JOHN S. BIALLAS, ATTORNEY AT LAW

3N918 SUNRISE LANE

SAINT CHARLES, IL 60174

DEBTOR

4/14/05

0



10. OTHER TRANSFERS

LIST ALL OTHER PROPERTY, OTHER THAN PROPERTY TRANSFERRED IN THE ORDINARY COURSE OF BUSINESS OR FINANCIAL AFFAIRS OF THE DEBTOR, TRANSFERRED EITHER ABSOLUTELY OR AS SECURITY WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF TRANSFEREE

RELATION

DATE

PROPERTY / VALUE



11. CLOSED FINANCIAL ACCOUNTS

LIST ALL FINANCIAL ACCOUNTS AND INSTRUMENTS HELD IN THE NAME OF THE DEBTOR FOR THE BENEFIT OF THE DEBTOR WHICH WERE CLOSED, SOLD, OR OTHERWISE TRANSFERRED WITHIN 1 YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE. INCLUDE CHECKING, SAVINGS, OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR OTHER INSTRUMENTS; SHARES AND SHARE ACCOUNTS HELD IN BANKS, CREDIT UNIONS, PENSION FUNDS, COOPERATIVES, ASSOCIATIONS, BROKERAGE HOUSES AND OTHER FINANCIAL INSTITUTIONS.

NAME AND ADDRESS OF INSTITUTION

TYPE

ACCOUNT #

\$ AMOUNT

DATE

In Re:

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NONE



12. SAFE DEPOSIT BOXES
LIST EACH SAFE DEPOSIT BOX OR DEPOSITORY IN WHICH THE DEBTOR HAS OR HAD SECURITIES, CASH, OR OTHER VALUABLES WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF BANK, ETC.

NAME & ADDRESS OF ACCESSOR

CONTENTS, IF ANY

DATE

NONE



13. SETOFFS
LIST ALL SETOFFS MADE BY ANY CREDITOR, INCLUDING A BANK, AGAINST A DEBT OR DEPOSIT OF THE DEBTOR WITHIN 90 DAYS PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF CREDITOR SETTING OFF DEBT

DATE

\$ AMOUNT

NONE



14. PROPERTY HELD FOR ANOTHER PERSON.
LIST ALL PROPERTY OWNED BY ANOTHER PERSON THAT THE DEBTOR HOLDS OR CONTROLS.

NAME AND ADDRESS OF OWNER

DESCRIPTION

VALUE

LOCATION

NONE



15. PRIOR ADDRESS OF DEBTOR.

IF THE DEBTOR HAS MOVED WITHIN THE LAST TWO YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE, LIST ALL PREMISES WHICH THE DEBTOR OCCUPIED DURING THAT PERIOD AND VACATED PRIOR TO THE COMMENCEMENT OF THIS CASE. IF A JOINT PETITION IS FILED, REPORT ALSO ANY SEPERATE ADDRESS OF EITHER SPOUSE.

PRIOR ADDRESSES OF DEBTOR(S)

OTHER NAMES USED BY DEBTOR(S)

FROM

TO

NONE



16. SPOUSES AND FORMER SPOUSES.

IF THE DEBTOR RESIDES OR RESIDED IN A COMMUNITY PROPERTY STATE, COMMONWEALTH, OR TERRITORY (INCLUDING ALASKA, ARIZONA, CALIFORNIA, IDAHO, LOUISIANA, NEVADA, NEW MEXICO, PUERTO RICO, TEXAS, WASHINGTON, OR WISCONSIN) WITHIN THE SIX-YEAR PERIOD IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CASE, IDENTIFY THE NAME OF THE DEBTOR'S SPOUSE AND OF ANY FORMER SPOUSE WHO RESIDES OR RESIDED WITH THE DEBTOR IN THE COMMUNITY PROPERTY STATE.

NAME

17. ENVIRONMENTAL INFORMATION.

FOR THE PURPOSE OF THIS QUESTION, THE FOLLOWING DEFINITIONS APPLY:

"ENVIRONMENTAL LAW" MEANS ANY FEDERAL, STATE, OR LOCAL STATUTE OR REGULATION REGULATING POLLUTION, CONTAMINATION, RELEASES OF HAZARDOUS OR TOXIC SUBSTANCES, WASTES OR MATERIAL INTO THE AIR, LAND, SOIL, SURFACE WATER, GROUNDWATER, OR OTHER MEDIUM, INCLUDING, BUT NOT LIMITED TO STATUTES OR REGULATIONS REGULATING THE CLEANUP OF THOSE SUBSTANCES, WASTES, OR MATERIAL.

"SITE" MEANS ANY LOCATION, FACILITY, OR PROPERTY AS DEFINED UNDER ANY ENVIRONMENTAL LAW, WHETHER OR NOT PRESENTLY OR FORMERLY OWNED OR OPERATED BY THE DEBTOR, INCLUDING, BUT NOT LIMITED TO DISPOSAL SITES.

"HAZARDOUS MATERIAL" MEANS ANYTHING DEFINED AS A HAZARDOUS WASTE, HAZARDOUS SUBSTANCE, TOXIC SUBSTANCE, HAZARDOUS MATERIAL, POLLUTANT, OR CONTAMINANT, OR SIMILAR TERM UNDER AN ENVIRONMENTAL LAW.

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an environmental law. Indicate the governmental unit, the date of the notice, and if known, the environmental law:

NONE

SITE NAME AND ADDRESS

NAME AND ADDRESS OF GOVERNMENTAL UNIT

**DATE OF
NOTICE**

ENVIRONMENTAL LAW

b. List the name and address of every site for which the debtor has provided notice to a government al unit of a release of hazardous Material. Indicate the governmental unit, the date of the notice, and if known, the environmental law:

NONE

SITE NAME AND ADDRESS

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DATE OF NOTICE

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NONE

NAME AND ADDRESS OF GOVERNMENTAL UNIT

VENUE AND DOCKET NUMBER

STATUS OR DISPOSITION

18. NATURE, LOCATION AND NAME OF BUSINESS

18. NATURE, LOCATION AND NAME OF BUSINESS
A. IF THE DEBTOR IS AN INDIVIDUAL, LIST THE NAMES AND ADDRESSES, TAXPAYER IDENTIFICATION NUMBERS, NATURE OF THE BUSINESSES AND BEGINNING AND ENDING DATES OF ALL BUSINESSES IN WHICH THE DEBTOR WAS AN OFFICER, DIRECTOR, PARTNER, OR MANAGING EXECUTIVE OF A CORPORATION, PARTNERSHIP, SOLE PROPRIETORSHIP, OR WAS A SELF-EMPLOYED PROFESSIONAL WITHIN SIX (6) YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE, OR IN WHICH THE DEBTOR OWNED 5 % OR MORE OF THE VOTING OR EQUITY SECURITIES WITHIN THE SIX (6) YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

B. IF THE DEBTOR IS A PARTNERSHIP, LIST THE NAMES AND ADDRESSES OF ALL BUSINESSES IN WHICH THE DEBTOR WAS A PARTNER OR OWNED 5 % OR MORE OF THE VOTING SECURITIES WITHIN THE SIX (6) YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

C. IF THE DEBTOR IS A CORPORATION, LIST THE NAMES AND ADDRESSES OF ALL BUSINESSES IN WHICH THE DEBTOR WAS A PARTNER OR OWNED 5 % OR MORE OF THE VOTING SECURITIES WITHIN THE SIX (6) YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME & ADDRESS

**TAXPAYER
ID NUMBER (EIN)**

NATURE OF BUSINESS

BEGINNING AND ENDING DATES

RIVERWEST DEVELOPMENT GROUP, INC.
725 EDWARD STREET
SYCAMORE, IL 60178

REAL ESTATE DEVELOPMENT DEVELOPMENT

2003-2005

THE
 X

b. IDENTIFY ANY BUSINESS LISTED IN RESPONSE TO SUBDIVISION A. ABOVE, THAT IS "SINGLE ASSET REAL ESTATE" AS DEFINED IN 11U.S.C. §101.

NAME

ADDRESS

THE FOLLOWING QUESTIONS ARE TO BE COMPLETED BY EVERY DEBTOR THAT IS A CORPORATION AND BY ANY INDIVIDUAL DEBTOR WHO IS OR HAS BEEN, WITHIN SIX (6) YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE, ANY OF THE FOLLOWING: AN OFFICER, DIRECTOR, MANAGING EXECUTIVE, OR OWNER OF MORE THAN FIVE PERCENT OF THE VOTING OR EQUITY SECURITIES OF A CORPORATION; A PARTNER, OTHER THAN A LIMITED PARTNER, OF A PARTNERSHIP; A SOLE PROPRIETOR OR OTHERWISE SELF EMPLOYED.

(AN INDIVIDUAL OR JOINT DEBTOR should complete this portion of the statement only if the debtor is, or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within these six years should go directly to the signature page.)

19. BOOKS, RECORDS AND FINANCIAL STATEMENTS

NONE
 X

a. LIST ALL BOOKKEEPERS AND ACCOUNTANTS WHO WITHIN SIX YEARS IMMEDIATELY PRECEDING THE FILING OF THIS BANKRUPTCY CASE KEPT OR SUPERVISED THE KEEPING OF BOOKS AND RECORDS OF THE DEBTOR.

NAME AND ADDRESS

DATES SERVICES RENDERED

NONE
 X

b. LIST ALL FIRMS AND INDIVIDUALS WHO WITHIN SIX YEARS IMMEDIATELY PRECEDING THE FILING OF THIS BANKRUPTCY CASE HAVE AUDITED THE BOOKS OF ACCOUNT AND RECORDS, OR PREPARED A FINANCIAL STATEMENT OF THE DEBTOR.

NAME AND ADDRESS

DATES SERVICES RENDERED

NONE
 X

c. LIST ALL FIRMS AND INDIVIDUALS WHO AT THE TIME OF THE COMMENCEMENT OF THIS CASE WERE IN POSSESSION OF THE BOOKS OF ACCOUNT AND RECORD OF THE DEBTOR. IF ANY OF THE BOOKS OF ACCOUNT AND RECORDS ARE NOT AVAILABLE, EXPLAIN.

NAME AND ADDRESS

EXPLANATION FOR RECORDS NOT AVAILABLE

NONE
 X

d. LIST ALL FINANCIAL INSTITUTIONS, CREDITORS AND OTHER PARTIES, INCLUDING MERCANTILE AND TRADE AGENCIES, TO WHOM A FINANCIAL STATEMENT WAS ISSUED WITHIN THE TWO YEARS IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE BY THE DEBTOR.

NAME AND ADDRESS

DATE ISSUED

CASTLE BANK
141 W. LINCOLN HIGHWAY
DEKANLB, IL 60115

2003-2004-2005

FIRST NATIONAL BANK OF BROOKFIELD
9136 WASHINGTON AVE.
BROOKFIELD, IL 50513

2004-2005

GERMAN AMERICAN STATE BANK
100 CHURCH STREET
GERMAN VALLEY, ILLINOIS 61039

2003-2004

NONE

20. INVENTORIES

a. LIST THE DATES OF THE LAST TWO INVENTORIES TAKEN OF THE BUSINESS PROPERTY, THE NAME OF THE INVENTORY SUPERVISOR, AND THE DOLLAR AMOUNT AND BASIS OF THE INVENTORY.

DATE OF INVENTORY

SUPERVISOR

BASIS

\$ AMOUNT

NONE

b. LIST THE NAME AND ADDRESS OF THE PERSON HAVING POSSESSION OF THE RECORDS OF EACH OF THE TWO INVENTORIES REPORTED IN 18. A., ABOVE.

DATE OF INVENTORY

NAME & ADDRESS OF CUSTODIAN OF INVENTORY RECORDS

NONE

21. CURRENT PARTNERS, OFFICERS DIRECTORS AND SHAREHOLDERS.

a. IF THE DEBTOR IS A PARTNERSHIP, LIST THE NATURE AND PERCENTAGE INTEREST OF EACH MEMBER OF THE PARTNERSHIP.

NAME AND ADDRESS OF EACH PARTNER

NATURE

%

NONE

b. IF THE DEBTOR IS A CORPORATION, LIST ALL OFFICERS AND DIRECTORS OF THE CORPORATION AND EACH STOCKHOLDER WHO DIRECTLY OR INDIRECTLY OWNS, CONTROLS, OR HOLDS 5 % OR MORE OF THE VOTING SECURITIES OF THE CORPORATION.

NAME AND ADDRESS OF EACH OFFICER, DIRECTOR ETC.

TITLE

%

NONE

22. FORMER PARTNERS, OFFICERS, DIRECTORS AND SHAREHOLDERS.

a. IF THE DEBTOR IS A PARTNERSHIP, LIST EACH MEMBER WHO WITHDREW FROM THE PARTNERSHIP WITHIN ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THIS CASE.

NAME AND ADDRESS OF EACH WITHDRAWING PARTNER.

DATE

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NONE



b. FOR CORPORATIONS LIST ALL OFFICERS, OR DIRECTORS WHOSE RELATIONSHIPS TERMINATED WITHIN
ONE YEAR IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CASE.

NAME AND ADDRESS OF EACH WITHDRAWING OFFICER, DIRECTOR ETC.

DATE

NONE



23. WITHDRAWALS FROM A PARTNERSHIP OR DISTRIBUTIONS FROM A CORPORATION.

IF THE DEBTOR IS A PARTNERSHIP OR CORPORATION, LIST ALL WITHDRAWALS OR DISTRIBUTIONS CREDITED OR GIVEN TO AN INSIDER, INCLUDING COMPENSATION
IN ANY FORM, BONUSES, LOANS, STOCK REDEMPTION, OPTIONS EXERCISED AND ANY OTHER PERQUISITE DURING **ONE YEAR** IMMEDIATELY PRECEDING THE
COMMENCEMENT OF THIS CASE.

NAMES & ADDRESS OF RECIPIENT

RELATION

DATE

CONSIDERATION

NONE



IF THE DEBTOR IS A CORPORATION, LIST THE NAME AND FEDERAL TAXPAYER NUMBER OF THE PARENT CORPORATION OF ANY CONSOLIDATED GROUP OF TAX
PURPOSES OF WHICH THE DEBTOR HAS BEEN A MEMBER AT ANY TIME WITHIN THE SIX-YEAR PERIOD IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE
CASE.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

NONE



IF THE DEBTOR IS NOT AN INDIVIDUAL, LIST THE NAME AND FEDERAL TAXPAYER IDENTIFICATION NUMBER OF ANY PENSION FUND TO WHICH THE DEBTOR,
AS AN EMPLOYER, HAS BEEN RESPONSIBLE FOR CONTRIBUTING AT ANY TIME WITHIN THE SIX-PERIOD IMMEDIATELY PRECEDING THE COMMENCEMENT OF
THE CASE

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date _____

Signature /s/
of Debtor

Date _____

Signature /s/
of Joint Debtor
(if any)

(if completed on behalf of a partnership or corporation)

Date 4/14/05

Signature /s/ Larry Thomas

Larry Thomas, President and Sole Shareholder

Print Name and Title

(An individual signing on behalf of a partnership or corporation must indicate position or relationship to the Debtor.)



continuation sheets attached

Penalty for making a false statement: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §152 and 3571

Form B2
6/90

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, _____ named as debtor in this case,
declare under penalty of perjury that I have read the foregoing
and that it is true and correct to the best of my information and belief.

Date _____

Signature _____

(Print Name and Title)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept: **\$10,000.00**

Prior to the filing of this statement I have received: **\$0.00**

Balance Due: **\$10,000.00** **This is a PRO BONO Case**

2. The source of the compensation paid to me was:

THE DEBTOR OTHER: **SPECIFY** **Owner of Debtor**

3. The source of compensation to be paid to me is:

THE DEBTOR OTHER: **SPECIFY** **Owner of Debtor**

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;

c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters subject to the right to withdraw for nonpayment of agreed fees;

e. If representation in adversary proceedings is required, an additional retainer of **\$750.00** with additional billings at the rate of **\$250.00** per hour has been agreed on with the debtor. **If these additional amounts are not paid in a timely fashion, counsel reserves the right to withdraw.**

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

N/A

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

ATTORNEY'S AFFIDAVIT IN COMPLIANCE WITH GENERAL RULE 39

Affiant is the attorney of record for the Debtors and has knowledge of the matters covered by this affidavit and has read the General Rule 39.

Affiant has not directly or indirectly solicited employment by the above named party or parties, and knows of no solicitation of said party or parties by any person that has resulted in the employment of the affiant, except [here state all exceptions, or if none state "no exceptions"]: **NO EXCEPTIONS**

Affiant has not paid, or promised to pay, and knows of no payment or promise of payment to the above named party or parties, of the costs of this case or of the living or other expenses, of any party, or of any part of an attorney's fee already received or hereafter to be received, or of any portion of the recovery by suit or settlement to any person whatever other than the above named party or parties and the attorneys of record herein, except [here state all exceptions, or if none state "no exceptions"]: **NO EXCEPTIONS**

Affiant has filed contemporaneously herewith a signed copy of any written contingent fee agreement applicable to his compensation for representing the above named party or parties in this action and represents that a signed copy thereof has been furnished to each party whom he represents that his compensation for services in this case is not on a contingent basis.

SIGNED: /s/ John S. Biallas

DATED: 4/14/05